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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response... 1

SEC USE ON	LY
Prefix	Serial
DATE RECE	IVED

Name of Offering (check if the WWSP LLC Limited Liabi				indicate change.)	
box(es) that apply):	[<u>]</u>] Rule 504	[<u>]</u>] Rule 505	[⊠] Rule 506	[<u>]</u>] Section 4(6)	[[]] ULOE
Type of Filing: [⊠] New Filin	ıg [□] Amendm	nent			
	J	A. BASIC IDENT	IFICATION DAT	A III	
Enter the information requ WWSP LLC	uested about th	e issuer		marin na managana na sa managana na na	04049613
Name of Issuer (check if this c/o Mercantile Capital, L.P. 8					-56
Address of Executive Offices	s (Number and	Street, City, State	, Zip Code) Teler	phone Number (Inclu	ding Area Code)
Not applicable		manuscriptor i and the second expension of the second			
Address of Principal Busines	ss Operations (f	Number and Stree	et, City, State, Zip	Code) Telephone N	umber (Including Area
Code) (if different from Executive C	Offices)				
WWSP LLC is an investor		lity companies			
Brief Description of Business: Type of Business Organization					
[] corporation		partnership, alre	anvinmen .	⊠] other (please spe mited liability compa	• •
[] business trust	[[]] limited	partnership, to be		,	•

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	l				

Actual or Estimated Date of Incorporation or Organization:	Month [07]	Year [02]	[⊠] Actual	[[]] Estimated
Jurisdiction of Incorporation or Organization: (on for State:
CN for Canad	da; FN for oth	ner foreign jurisd	iction) [D] [E]	
OFNIEDAL INOTRILOZIONO				The state of the s

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[[]] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[⊠] General and/or Managing Partner
Full Name (Las	st name first, if i	ndividual)			2.470
Business or Res	The region of the contract of		t. Citv. State, Zip C E 19801	Code)	
Check Box(es) that Apply:	[] Promoter	[]] Beneficial Owner	[□] Executive Officer	[□] Director	[[]] General and/or Managing Partner
and the second s	name first, if indiv	The second of the Conference of September Second of Seco	t City State Zip C	code)	
				A CONTRACTOR OF THE CONTRACTOR	THE RESERVE OF THE PARTY OF THE
Check Box(es) that Apply:	[[]]Promoter	[[]] Beneficial Owner	[] Executive Officer	[[] Director	[] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)			
Dusiness of Res	nderice Address (i	number and Siree	ι, City, State, Ζip C	voue)	
Check Box(es) that Apply:	[[]] Promoter	[[]] Beneficial Owner	[□] Executive Officer	[[]]Director	[[]] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)			
Business or Res	idence Address (N	Number and Street	t, City, State, Zip C	Code)	
Check Box(es) that Apply:	[[]] Promoter	[[]]Beneficial Owner	[☐] Executive Officer	[_]Director	[] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)	odkum (* 1875 – 1875 – 1885 –	an said a financia de la companya de	
Business or Res	idence Address (N	Number and Street	t, City, State, Zip C	Code)	
Check Box(es) that Apply:	[[]] Promoter	[[]] Beneficial Owner	[□] Executive Officer	[[]]Director	[□] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)			
Business or Res	idence Address (I	Number and Street	t, City, State, Zip C	Code)	
			Constitution of the Consti	A CAMPAN AND AND AND AND AND AND AND AND AND A	

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[□] Director	[[]] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)	The second area property of the second secon		F at the
Business or Res	idence Address (N	Number and Street	t, City, State, Zip C	Code)	BERNANDER STERREN FRANKE BERNANDER STERREN STERREN STERREN STERREN STERREN STERREN STERREN STERREN STERREN STE
Check Box(es) that Apply:	[[]] Promoter	[[]] Beneficial Owner	[] Executive Officer	[□] Director	[] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)	CONTROL OF THE PROPERTY OF THE	What is the long of the control of the second of the control of th	
Business or Res	idence Address (N	Number and Street	t, City, State, Zip C	Code)	
Check Box(es) that Apply:	[□] Promoter	[[]] Beneficial Owner	[□] Executive Officer	[□] Director	[] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)			
Business or Res	idence Address (N	Number and Street	t, City, State, Zip C	Code)	
Check Box(es) that Apply:	[[]] Promoter	[[]] Beneficial Owner	[[]] Executive Officer	[] Director	[[]] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)	Commence and Comme	The state of the s	raitilei
Business or Res	idence Address (N	Number and Street	t, City, State, Zip C	Code)	
Check Box(es) that Apply:	[[]] Promoter	[[]] Beneficial Owner	[] Executive Officer	[<u>]</u>] Director	[[]] General and/or Managing
Full Name (Last	name first, if indiv	idual)	-		Partner
Business or Residence Address (Number and Street, City, State, Zip Code)					

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Annual Property of the Control of th	s week and ex red
	Yes [□]	No [⊠]
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	\$ <u>100,00</u>	<u>o</u> *
3. Does the offering permit joint ownership of a single unit?	Yes [⊠]	No I□1
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual) Not applicable	ente la Perenti della	. A control of the state of the
Business or Residence Address (Number and Street, City, State, Zip Code)	· of the constant	The second secon
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States	AMMAN AND AND AND AND AND AND AND AND AND A
[AL]	[HI] [MS] [[OR] [[WY] [] [ID]] [MO]] [PA]] [PR]
Full Name (Last name first, if individual) Not applicable		- 23 - 1
Business or Residence Address (Number and Street, City, State, Zip Code)	The state of the s	and the second s
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States	
[AL]		[ID]][MO]][PA]][PR]
Full Name (Last name first, if individual) Not applicable		

^{*} The Manager reserves the right to waive the minimum investment requirement.

Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		**************************************
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	☐] All States	
[AL]] [MN]][PA]
(Use blank sheet, or copy and use additional copies of this	sheet, as neces	sary.)
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	ND USE OF PR	OCEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security Debt Equity [] Common [] Preferred Convertible Securities (including warrants) Partnership Interests Other (Limited Liability Company Membership Units). Total	Aggregate Offering Price \$ \$ \$ \$0 \$5,000,000 \$5,000,000	Amount Already Sold \$ \$ \$0 \$5,000,000 \$5,000,000
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors	Number Investors 22 0	Aggregate Dollar Amount of Purchases \$5,000,000 \$0 \$0

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

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INOL	avu	110	auic

Type of offering	Security	Amount Sold
Rule 505	_N/A	\$ <u>0</u>
Regulation A	N/A	\$_0
Rule 504	N/A	\$ <u>0</u>
Total	0	<u> \$ </u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$ <u>0</u>
Printing and Engraving Costs	[<u>]</u>] \$ <u>0</u>
Legal Fees	[X] \$ <u>25,000</u>
Accounting Fees	[] \$ <u>0</u>
Engineering Fees	[] \$ <u>0</u>
Sales Commissions (specify finders' fees separately)	[] \$ <u>0</u>
Other Expenses (identify)	[] \$0
Total	[⊠] \$ <u>25,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$4,975,000

Dollar

Officers,

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to

	Directors, & Affiliates	Payments To Others
Salaries and fees	[] 1\$0	[[]] \$
Purchase of real estate	[]\$0	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[<u></u>] \$ <u>0</u>	[] \$
Construction or leasing of plant buildings and facilities	[<u>] \$0 </u>	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[□] \$ <u>0</u>	[×] \$ <u>4,975,000</u>
Repayment of indebtedness	اتاً) \$o	[]\$
Working capital	[□] \$ <u>0</u>	[<u></u>] \$
Other (specify)	[]\$0	[]\$
	[<u></u>] \$ <u>0</u>	[] \$
Column Totals	[] \$0	[🗵] \$4,975,000
Total Payments Listed (column totals added)	[X] \$4	1,975,000

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) WWSP LLC	Signature Date October 26, 2004
Name of Signer (Print or Type) Joseph Breen	がfle of Signer (Print or でpe) Chief Financial Officer of Mercantile Capital, L.P., the Manager of WWSP LLC

ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) WWSP LLC	Signature Date October 2/2, 2004
	Title of Signer (Print or Type)
	Chief Financial Officer of Mercantile Capital, L.P., the Manager of WWSP LLC

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

					5				
	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of invest	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL 🗌									
AK 🔲									
AZ 🖂									
AR 🗌									
CA 🔯		\boxtimes	Membership Units \$710,000	3	\$710,000	0	\$0		\boxtimes
co 🗆									
CT 🔲									
DE 🗌				alemanora (ed. 11.1). Dalai (i.e. antalian 11.1).			vin musikko vist selisisisko obis		
DC 🔲									
FL 📗									
GA □									
HI 🔲									
ID 🗆									
IN □				and the second state of the second			1. Prografia Nobile I. Programa (contraction of contraction of con	П	
IA 🔲				dinami ji jidata manarasa dipilihan masar				in .	A
KS □				<u> </u>					i i
KY 🔲	ā							Ħ	n
LA 🗆	ā								
ME 🖂		\boxtimes	Membership Units \$100,000	1	\$100,000	0	\$0		
MD 🗌			\$100,000						
MA 🗆				<u> </u>					
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MS 🗆	Ä –			<u> </u>					
Little Committee									
MT 🗆									
NE ·									
NV 🗆									
NH 🔲		<u> </u>							
			Membership Units	<u></u>	## ## ## ## ## ## ## ## ## ## ## ## ##		# 0		
NJ 🛛		\boxtimes	\$600,000	5	\$600,000	0	\$0	<u> </u>	
ММ				<u> </u>				Щ	
NY 🛛		\boxtimes	Membership Units \$1,200,000	3	\$1,200,000	0	\$0		⊠

NC 🗌							
ND 🗌							
ОН 🗌							
OK 🗌							
OR. 🗀							
PA 🛛	\boxtimes	Membership Units \$2,390,000	10	\$2,390,000	0	\$0	\boxtimes
RI □							
sc 🗆							
SD 🗌							
TN 🗌							
тх □							
UT 🗌							
VT 🗀							
VA 🗌							
WA 🔲				d since 24 224 March 1910 I I I I I I			
W∨ □]							
WI 🗌							
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PR 🗌							[]

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